

# **EXHIBIT 69**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: Case No. 05-44481 [RDD]
DPH HOLDINGS CORP, <i>et al.</i> ,	: : : Reorganized Debtors,
	: : : -----x
DELPHI AUTOMOTIVE SYSTEMS, LLC,	: : : Plaintiff,
v.	: : : : : Olin Corporation,
	: : : Defendant.
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**FIRST AMENDED COMPLAINT TO AVOID AND  
RECOVER TRANSFERS PURSUANT TO 11 U.S.C. §§ 547 AND 550**

Plaintiff, Delphi Automotive Systems, LLC (“Plaintiff”), by its counsel, Butzel Long, a professional corporation, as and for its first amended complaint (the “First Amended Complaint”) against Defendant, Olin Corporation (“Olin”) (collectively, “Defendant”), alleges the following:

## **INTRODUCTION**

1. Plaintiff brings this adversary proceeding (the “Adversary Proceeding”) pursuant to, *inter alia*, sections 547 and 550 of the Bankruptcy Code and Rules 3007 and 7001(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for an Order and Judgment from this Court against Defendant to direct the return of certain transfers (the “Transfers”) that were made by Plaintiff to Olin as identified on Exhibit 1 attached hereto.

2. On October 8, 2005 (the “Initial Filing Date”), Delphi Corporation (“Delphi”) and certain of its subsidiaries (the “Initial Filers”) each filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”).

3. On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, the “Reorganized Debtors”) filed voluntary petitions in this Court for reorganization relief under chapter 11 of the Bankruptcy Code.

4. The Reorganized Debtors’ First Amended Joint Plan of Reorganization, as modified and amended, was confirmed by the Court on July 30, 2009 (the “Modified Plan”) and became effective on October 6, 2009.

5. Under the Modified Plan, general unsecured creditors in these chapter 11 cases will receive less than full value on account of their unsecured claims.

6. Accordingly, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors retained the right to pursue the claims and causes of action asserted in this First Amended Complaint and to settle, release or compromise such claims and causes of action without further order of the Court.

**JURISDICTION AND VENUE**

7. This Adversary Proceeding is a “core” proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A), (F) and (O).

8. Subject-matter jurisdiction exists in this Court pursuant to 28 U.S.C. § 1334.

9. Personal jurisdiction exists in this Court because Defendant conducted business in the United States and/or directed activities toward Plaintiff in the United States.

10. Venue of this Adversary Proceeding is proper in this Court pursuant to 28 U.S.C. § 1409(a).

11. Olin was a creditor of Plaintiff prior to the filing of the Reorganized Debtors’ chapter 11 cases.

12. On November 19, 2007, GBC purchased Olin’s metal business (the “Acquisition”), including, on information and belief, the liabilities associated with the same.

**PARTIES AND BACKGROUND**

13. Plaintiff was the operating subsidiary of Delphi in North America that performed, among other things, accounting and payment functions for the Reorganized Debtors in connection with their manufacture of automotive parts, components, modules and assemblies through various divisions.

14. Plaintiff entered into certain purchase agreements (the “Agreements”) with Olin for the supply of various parts to the Reorganized Debtors.

15. Olin is a domestic corporation with an address at 190 Carondelet Plaza, Suite 1530 Clayton, Missouri 63105.

16. GBC is a domestic limited liability company with an address at 427 North

Shamrock Street, East Alton, Illinois 62024.<sup>1</sup>

17. Pursuant to the terms of the Agreements, Olin was required to provide certain goods for the benefit of the Reorganized Debtors.

18. Plaintiff did not accept physical invoices from Defendant in connection with Olin's shipment of goods under the Agreements.

19. Rather, Plaintiff used its accounts payable system to make payments to Olin.

20. During the ninety (90) days preceding the Initial Filing Date, Plaintiff made certain payments to Olin in satisfaction of amounts due for goods previously provided by Olin under the Agreements (the "Transfers"). Such Transfers are identified on Exhibit 1 attached hereto.

### **CLAIM FOR RELIEF**

#### **Avoidance and Recovery of Preferential Transfers**

21. Plaintiff incorporates by reference the preceding allegations.

22. On or within ninety (90) days prior to the Initial Filing Date, Plaintiff made, or caused to be made, the Transfers listed on Exhibit 1 for the benefit of, Olin.

23. Such Transfers constituted transfers of interests in Plaintiff's property because they were made by Plaintiff from Plaintiff's account.

24. Plaintiff made, or caused to be made, each Transfer listed on Exhibit 1 for, or on account of, an antecedent debt owed to Olin indicated on Exhibit 1 as of the date on which each Transfer was made. The documents evidencing the antecedent debt include the purchase orders and/or invoices/bills of lading identified on Exhibit 1, which purchase orders and/or invoices/bills of lading include evidence of the amount of the antecedent debt and the

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<sup>1</sup> GBC is a wholly owned subsidiary of Global Brass & Copper, Inc. References to "GBC" may also include Global Brass & Copper, Inc. with respect to the acquisition described in this First Amended Complaint.

approximate dates the subject goods contemplated by the Agreements were ordered pursuant to the Agreements and/or were provided by Olin.

25. Pursuant to Bankruptcy Code section 547(f), for purposes of this Adversary Proceeding, Plaintiff is presumed to have been, and was in fact, insolvent at the time the Transfers were made.

26. The Transfers enabled Olin to receive more than it would have received if (i) this case was administered under Chapter 7 of the Bankruptcy Code; (ii) each Transfer had not been made; and (iii) Defendant had received payment of the antecedent debt paid by each Transfer to the extent provided by the Bankruptcy Code. Specifically, Olin was a general unsecured creditor of Plaintiff, and unsecured creditors in these chapter 11 cases will receive less than full value on account of their unsecured claims.

27. Based upon the foregoing, the Transfers constitute avoidable preferential transfers pursuant to section 547(b) of the Bankruptcy Code.

28. Pursuant to Section 550(a) of the Bankruptcy Code, the Court should enter an Order granting judgment in favor of Plaintiff and against Olin, (i) avoiding the Transfers Olin received, pursuant to section 547(b) of the Bankruptcy Code; (ii) holding Olin liable in an amount not less than the amount of the Transfers Olin received, plus interest from the date hereof and the costs and expenses of this action including, without limitation, attorneys' fees; and (iii) ordering Olin to pay to Plaintiff the amount of the Transfers Olin received, pursuant to sections 547(b) and 550(a) of the Bankruptcy Code.

**WHEREFORE**, Plaintiff respectfully requests that the Court:

a. enter judgment in favor of Plaintiff and against Olin in an amount not less than the amount of the Transfers Olin received, plus costs, interest and attorneys fees as allowed by

law;

b. order Olin to pay to Plaintiff the amount of the Transfers Olin received, pursuant to sections 547(b) and 550(a) of the Bankruptcy Code; and

c. grant such other and further relief as this Court may deem just and proper.

DATED: New York, New York  
September 7, 2010

BUTZEL LONG, a professional corporation

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Adversary Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Antecedent Debt: Purchase Order/Invoice Number	Purchase Order/Invoice	Transfer Type
07-02479	OLIN CORP	DAS LLC	DAS LLC	7/26/2005	\$ 300.00	P1S47174	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	7/29/2005	\$ 11,650.98	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/1/2005	\$ 2,943.54	PEDP3490015	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 2,417.64	D0550019412	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 1,200.00	P1S49282	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 18,045.50	PEDP3490016	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 5,411,643.77	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 219,719.49	PEDP5490005	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 52,205.75	PEDP5490015	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 10,888.43	PEDP5490017	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 75,914.10	PEDP5490018	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 138,873.64	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 11,978.42	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 499,272.22	PEDP5490020	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 43,846.53	PEDP5490021	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 115,264.52	PEDP5490038	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/2/2005	\$ 4,000.00	PEDP5900019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/3/2005	\$ 450.00	P1S46139	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/8/2005	\$ 39,743.50	FR025069501	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/8/2005	\$ 762,545.74	FR025069505	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	8/25/2005	\$ 84,609.56	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/1/2005	\$ 3,896.03	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 691,640.44	FR025079502	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 3,384,219.88	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 348,473.43	PEDP5490005	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 18,411.16	PEDP5490013	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 14,269.49	PEDP5490014	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 18,297.38	PEDP5490015	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 68,768.52	PEDP5490018	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 99,595.84	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 127,950.30	PEDP5490020	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/2/2005	\$ 31,670.41	PEDP5490021	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/23/2005	\$ 24,826.00	FR025079501	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/23/2005	\$ 45,364.10	FR025089501	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/23/2005	\$ 1,333,360.97	FR025089506	INVOICE	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	9/29/2005	\$ 1,600,000.00	EW02AFC41220	INVOICE	WIRE
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 8,105.56	D0550019412	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 794.61	D0550065945	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 5,455,938.17	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 876,737.88	PEDP5490005	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 154,142.23	PEDP5490011	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 89,840.24	PEDP5490013	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 76,906.68	PEDP5490015	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 38,270.23	PEDP5490018	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 195,398.77	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 13,183.00	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 470,141.78	PEDP5490020	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 48,073.25	PEDP5490021	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/4/2005	\$ 66,393.43	PEDP5490038	PO	EFT

Adversary Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Antecedent Debt: Purchase Order/Invoice Number	Purchase Order/Invoice	Transfer Type
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/5/2005	\$ 96,539.54	PEDP4490037	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/5/2005	\$ 102,228.57	PEDP5490019	PO	EFT
07-02479	OLIN CORP	DAS LLC	DAS LLC	10/6/2005	\$ 1,600,000.00	EW02AFC41230	INVOICE	WIRE

Total Amount of Claims = \$ 24,610,951.22